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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

|                             |   |                         |
|-----------------------------|---|-------------------------|
| -----X                      | : |                         |
|                             | : |                         |
| In re:                      | : |                         |
|                             | : | Chapter 11              |
| DELPHI CORPORATION, et al., | : | Case No. 05-44481 [RDD] |
|                             | : |                         |
| Debtors.                    | : | Jointly Administered    |
|                             | : |                         |
| -----X                      |   |                         |

**JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 5126  
(ADVANCED MICRO DEVICES, INC./SPANSION LLC)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Advanced Micro Devices, Inc. ("AMD") and Spansion LLC ("Spansion") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 5126 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on May 8, 2006, AMD filed proof of claim number 5126 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$2,387,697.06 (the "Claim"); and

**WHEREAS**, AMD and Spansion each asserts that, in December 2006, AMD transferred the Claim to Spansion; and

**WHEREAS**, on April 27, 2007, the Debtors objected to the Claim pursuant to the Debtors' Thirteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Protective Insurance Claims, (d) Insurance Claims Not Reflected On Debtors' Books and Records, (e) Untimely Claims and Untimely Tax Claims, And (f) Claims Subject To Modification, Tax Claims Subject To Modification, And Claims Subject to Modification And Reclamation Agreement (Docket No. 7825) (the "Thirteenth Omnibus Claims Objection"); and

**WHEREAS**, on June 19, 2007, Spansion filed a Response to the Thirteenth Omnibus Claims Objection (Docket No. 8325) (the "Response"); and

**WHEREAS**, on September 26, 2007, to resolve the Thirteenth Omnibus Claims Objection with respect to the Claim, AMD, Spansion and DAS LLC entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC

acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$2,330,098 as a general unsecured non-priority claim; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors, AMD and Spansion stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$2,330,098 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.
2. The Response is hereby withdrawn.
3. The Settlement Agreement does not impact, alter or affect any other proofs of claim that AMD or Spansion have filed against the Debtors and relates solely

4. to those matters arising out of or related to the Claim.

Dated: New York, New York  
October 2, 2007

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ NEIL BERGER  
NEIL BERGER (NB-3599)  
A Member of the Firm  
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Dated: Sunnyvale, California  
September 28, 2007

SPANSION LLC  
By its Counsel,

/s/ PAUL D. VINEIS  
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ADVANCED MICRO DEVICES, INC.  
By its Counsel,

/s/ KATY WELLS  
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(408) 749-4000

**SO ORDERED**

This 10th day of October, 2007  
in New York, New York

/s/Robert D. Drain  
Honorable Robert D. Drain  
United States Bankruptcy Judge